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11 *[Proposed] counsel for Roland Kiser and Klaus Bernhart, the*
12 *responsible officers of the Debtor*

13 **UNITED STATES BANKRUPTCY COURT**

14 **DISTRICT OF NEVADA**

15 In re:
16 MARTIFER AURORA SOLAR, LLC a
17 Nevada limited liability company,
18 _____Affects Martifer Aurora Solar, LLC
19 _____Affects Martifer Solar USA, Inc.
20 X Affects all Debtors
21 Debtors.

Case No.: BK-S-14-10355-abl and
BK-S-14-10357-abl

Jointly administered under
Case No.: BK-S-14-10355-abl

Chapter 11

**DECLARATION OF ROLAND KISER
AMENDED AND SUPPLEMENTAL
APPLICATION FOR ORDER
AUTHORIZING RETENTION AND
EMPLOYMENT OF CARLYON LAW
GROUP, PLLC AS SPECIAL COUNSEL
TO THE DEBTOR VIA ROLAND KISER
AND KLAUS BERNHART, ITS
RESPONSIBLE OFFICERS; REQUEST
FOR APPROVAL OF NUNC PRO TUNC
EMPLOYMENT EFFECTIVE
FEBRUARY 27, 2014**

DATE: MARCH 20, 2014

TIME: 1:30 p.m.

24 I, Roland Kiser hereby declare, under penalty of perjury, as follows:

25 1. I am the Chief Executive Officer of Martifer Solar USA, Inc. and, along with
26 Klaus Bernhart, the responsible officers (the "Officers") of the Debtors in Possession
27
28

1 Martifer Solar USA, Inc. (“Debtor”) and Martifer Aurora Solar, LLC (“Aurora” and, together
2 with Debtor, Debtors”) in the above-captioned bankruptcy proceeding.

3 2. I make this Declaration in support of the Officers’ Amended and
4 Supplemental Application for Order Authorizing Retention and Employment of Carlyon Law
5 Group, PLLC, as Special Counsel to the Debtor via Roland Kiser and Klaus Bernhart, its
6 Responsible Officers; Request for Approval of Nunc Pro Tunc Employment Effective
7 February 27, 2014 (the “Application”).
8

9 3. The following facts are personally known to me, and if called to testify there,
10 I could and would do so, under oath.

11 4. I am familiar with the Application, and can attest that the facts set forth in
12 numbered paragraphs 17-21 and note 4 of the Application are true and correct.

13 5. The Officers are faced on a daily basis with issues in which we need
14 independent counsel to advise us. This issues have involved requests from the parent
15 company and its representative (who also control the executive committee of the board),
16 counsel for the parent and DIP lender, and FTI. The Officers are committed to fulfilling their
17 fiduciary obligations to the Debtors and the estate, but due to the competing interests
18 involved in the case, we require independent counsel. As the Responsible Officers, we
19 request that Carlyon Law Group, PLLC be appointed as special counsel for the Debtor in
20 order to advise us in our capacity as the responsible officers of the Debtors. The Officers
21 understand and agree that services provided with regard to our own interests (i.e. with regard
22 to amounts due to us from the Debtor) will be separately billed and charged to us, and not to
23 the estate.
24
25

26 Dated March 13, 2014

/s/ Roland Kiser

Roland Kiser